

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: W.R. GRACE & CO., <u>et al.</u> <div style="text-align: right;">Debtors</div>	: : : : : : : : : : :	Chapter 11 Case No. 01-01139 (JKF) Jointly Administered Objection Deadline: March 10, 2006 at 4:00 p.m. Hearing: March 27, 2006 at 12:00 p.m.
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**CERTIFICATION OF COUNSEL REGARDING SIXTH QUARTERLY FEE
APPLICATION OF SWIDLER BERLIN LLP [DOCKET NO. 11653]**

1. On January 30, 2006, Swidler Berlin LLP ("Swidler") filed its Sixth Quarterly Fee Application for the time period July 1, 2005 through September 30, 2005 requesting fees in the amount of \$157,045.50 and expenses in the amount of \$13,177.53 for a total of \$170,223.03 (the "Sixth Quarterly Application") [Docket No. 11653].

2. The deadline to object to the Sixth Quarterly Application is March 10, 2006.

3. The Fee Auditor filed a Final Report on March 3, 2006 [Docket No. 11936] regarding Swidler's Sixth Quarterly Fee Application. As a result of discussions with the Fee Auditor prior to the filing of his Final Report, Swidler agreed to certain fee reductions in the total amount of \$3,927.00. The Fee Auditor's informal objections were resolved as a result of these reductions.


4. Additionally, in response to certain informal concerns raised by the Office of the United States Trustee, Swidler has agreed to further reduce its fees in the amount of \$795.00. The United States Trustee's objections were resolved by these reductions.

5. Swidler's total agreed upon reductions to its fees is \$4,722.00. Thus, the total fees requested by Swidler in the Sixth Quarterly Application is reduced from \$157,045.50 to \$152,323.50. The total expense reimbursement requested by Swidler remains unchanged at \$13,177.53.

6. The attached proposed Order reflects the new total fees requested by Swidler. Swidler expects that the Debtors will reflect these agreed adjustments in any master order they may submit to the Court.

7. Counsel is available should the Court have any issues or concerns with respect to the proposed Order or these matters.

PHILLIPS, GOLDMAN & SPENCE, P.A.



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Dated: March 10, 2006